

# **EXHIBIT A**

**EXPLANATORY MEMORANDUM TO THE TRIBUNAL REPORT  
THE EXECUTIVE COUNSEL TO THE FINANCIAL REPORTING COUNCIL**

-and-

- (1) **DELOITTE LLP**
- (2) **RICHARD KNIGHTS**
- (3) **NIGEL MERCER**

The FRC has published the report of the Disciplinary Tribunal (**the Tribunal**) appointed under paragraph 9(2) of the Accountancy Scheme to hear the Formal Complaint brought by the FRC's Executive Counsel against Deloitte LLP (**Deloitte**), Richard Knights and Nigel Mercer concerning their conduct in relation to (i) the audit of the financial statements of Autonomy Corporation plc (**Autonomy**) for the financial years ended 31 December 2009 and 31 December 2010, and (ii) the review of the financial results for Autonomy for the periods ended 30 September 2009, 31 March 2010, 30 June 2010, 30 September 2010, 31 March 2011 and 30 June 2011, and to make determinations in relation to Adverse Findings against Deloitte, Mr Knights and Mr Mercer, sanctions and costs (**the Tribunal Report**).

The sole purpose of the Tribunal was to hear and determine the Formal Complaint made against Deloitte, Mr Knights and Mr Mercer, and brought by the FRC's Executive Counsel, and to do so on the basis of the evidence and arguments relied on by those parties.

The Tribunal Report follows a public hearing. No individual director, member of management or employee at Autonomy was a party to the Tribunal hearing. The Tribunal did not invite, receive or consider any witness evidence from any director, member of management at, or employee of Autonomy, and no such individual was represented at the Tribunal's hearings. Further, the Tribunal did not invite or receive comments or representations on the terms of the Tribunal Report from any such individuals prior to the Tribunal Report being finalised.

It was not necessary for the Tribunal to have, and the Tribunal did not receive or consider, the evidence from individuals at Autonomy (including from its finance department, Audit Committee and board) and from others (including investors and corporate brokers) that was presented in the High Court civil proceedings brought by a subsidiary of Hewlett Packard (Claim Number HC2015-001324) which was heard between March 2019 and January 2020. Judgment in that matter has not yet been given.

**The Tribunal has not made, and should not be taken to have made, any finding against any individual or entity other than Deloitte, Mr Knights and Mr Mercer (including Autonomy, or any individual who was a director, member of management or employee at Autonomy).**

**It would not be fair to treat any part of the Tribunal's findings, including any part(s) of the Tribunal Report, as constituting or evidencing findings against anyone other than Deloitte, Mr Knights and/or Mr Mercer.**

*Edited for publication*

The published Tribunal Report anonymises several third parties, who are instead identified by ciphers. To assist readers with the intelligibility of the Tribunal Report, and in order to understand the nature of the Misconduct found, the relationship between the cipher and the nature of the third party is set out below.

<b>Cipher</b>	<b>Third party</b>
D (number)	A person who worked for Deloitte LLP.
A (number)	A person who worked for Autonomy Corporation.
AS (number)	A subsidiary of Autonomy Corporation.
TP (number)	A third party.
TP4, TP5, TP10, TP17, TP18, TP22, TP24	Value added resellers.
TP6, TP7, TP8, TP9, TP14, TP15, TP19, TP20, TP25	End users.